

**MARVEL**

**#14**

SPENCER  
SAIZ  
ROSENBERG

*Steve ★ Rogers*

# CAPTAIN AMERICA





*Super-Soldier. Avenger. Agent of Hydra. He is...*

*Steve ★ Rogers*  
**CAPTAIN  
AMERICA**



Steve Rogers' reality has been secretly rewritten by Kobik, a sentient Cosmic Cube acting under the influence of the Red Skull. In Steve's new history, a Hydra agent named Elisa Sinclair enrolled Steve in a school where he was trained to believe in Hydra's ideals--and befriended a young Helmut Zemo. Later, Steve would return to the U.S. to become the first Super-Soldier and Hydra's ultimate spy, but he remained close friends with Helmut despite the distance--until Steve's ally Bucky killed Helmut's father, Heinrich Zemo.

In the present, Steve has won Zemo back, but Captain Marvel remains a thorn in his side. Steve is luring a massive horde of Chitauri invaders to Earth as part of his plan to increase Hydra's power, but Captain Marvel is nearly ready to implement a planetary defense shield that would keep them out. And elsewhere, Elisa Sinclair has mysteriously resurfaced...as Madame Hydra.

NICK SPENCER ★ **WRITER**

JESÚS SAIZ ★ **ARTIST**

RACHELLE ROSENBERG ★ **COLOR ARTIST**

VC'S JOE CARAMAGNA ★ **LETTERING**

ELIZABETH TORQUE ★ **COVER**

CARLOS LAO ★ **PRODUCTION DESIGN**

ALANNA SMITH ★ **ASSISTANT EDITOR**

TOM BREVOORT ★ **EDITOR**

AXEL ALONSO ★ **EDITOR IN CHIEF** JOE QUESADA ★ **CHIEF CREATIVE OFFICER** DAN BUCKLEY ★ **PRESIDENT** ALAN FINE ★ **EXECUTIVE PRODUCER**

Captain America created by Joe Simon & Jack Kirby

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1944.

IT IS A WONDROUS  
THING TO SEE YOUR  
DREAMS REALIZED.

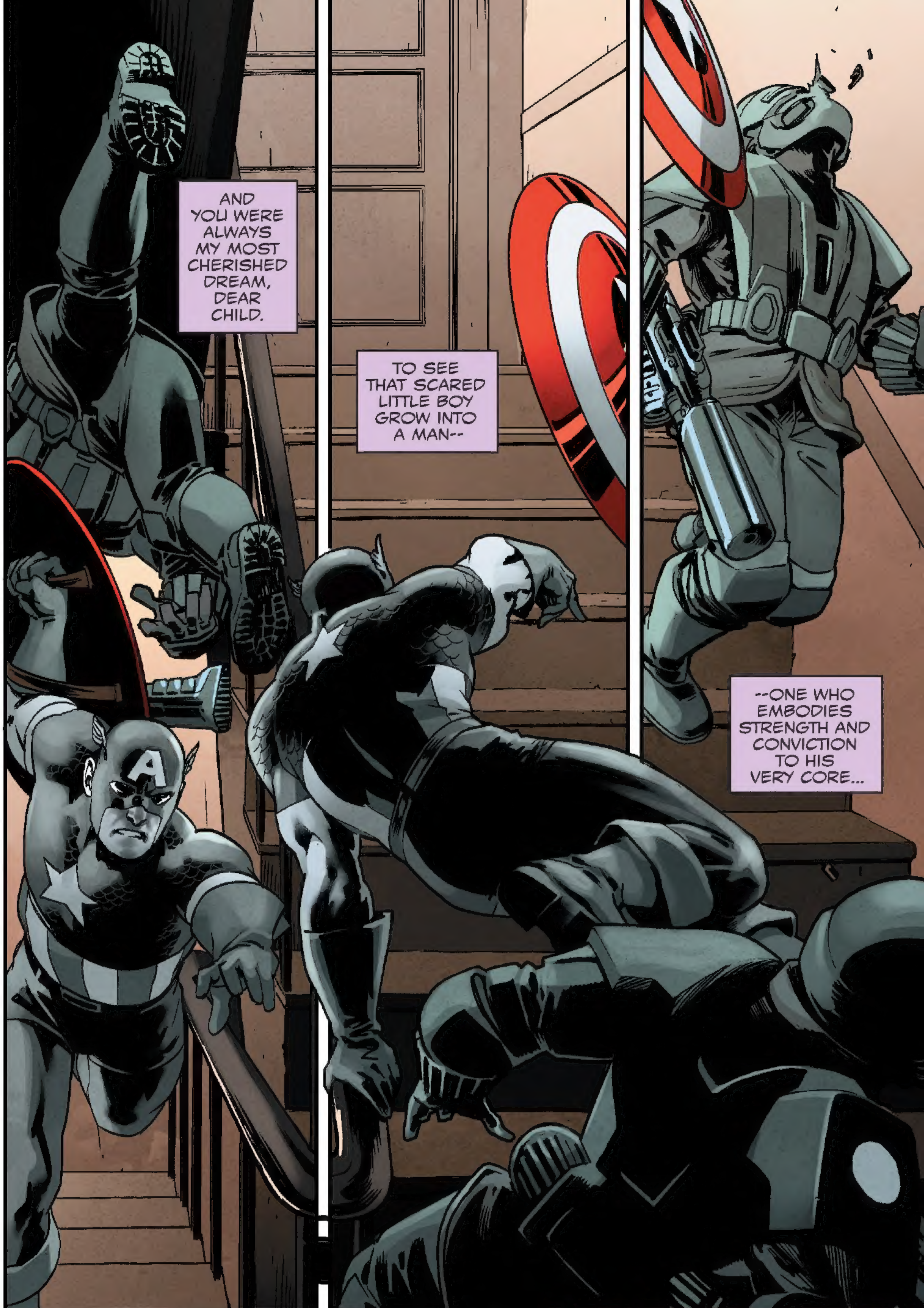
AND  
YOU WERE  
ALWAYS  
MY MOST  
CHERISHED  
DREAM,  
DEAR  
CHILD.

TO SEE  
THAT SCARED  
LITTLE BOY  
GROW INTO  
A MAN--

--ONE WHO  
EMBODIES  
STRENGTH AND  
CONVICTION  
TO HIS  
VERY CORE...

...THAT FILLS  
MY HEART  
WITH PRIDE.

BUT TIME  
AND DISTANCE  
ARE STRANGE  
THINGS--







--AND THEY HAVE  
A WAY OF KEEPING  
US FROM WHAT  
WE LOVE.

OH MY--  
I DON'T  
BELIEVE  
IT...



...STEVEN?

ELISA?



STEVEN!

IT'S  
REALLY  
YOU!



HAVE  
YOU COME  
TO **KILL** ME,  
THEN?

OH, HOW I HAVE  
MISSED YOU,  
MY SWEET BOY.  
BUT I KNOW--





--SOON,  
WE WILL BE  
REUNITED.

**NOW.  
EGYPT.**

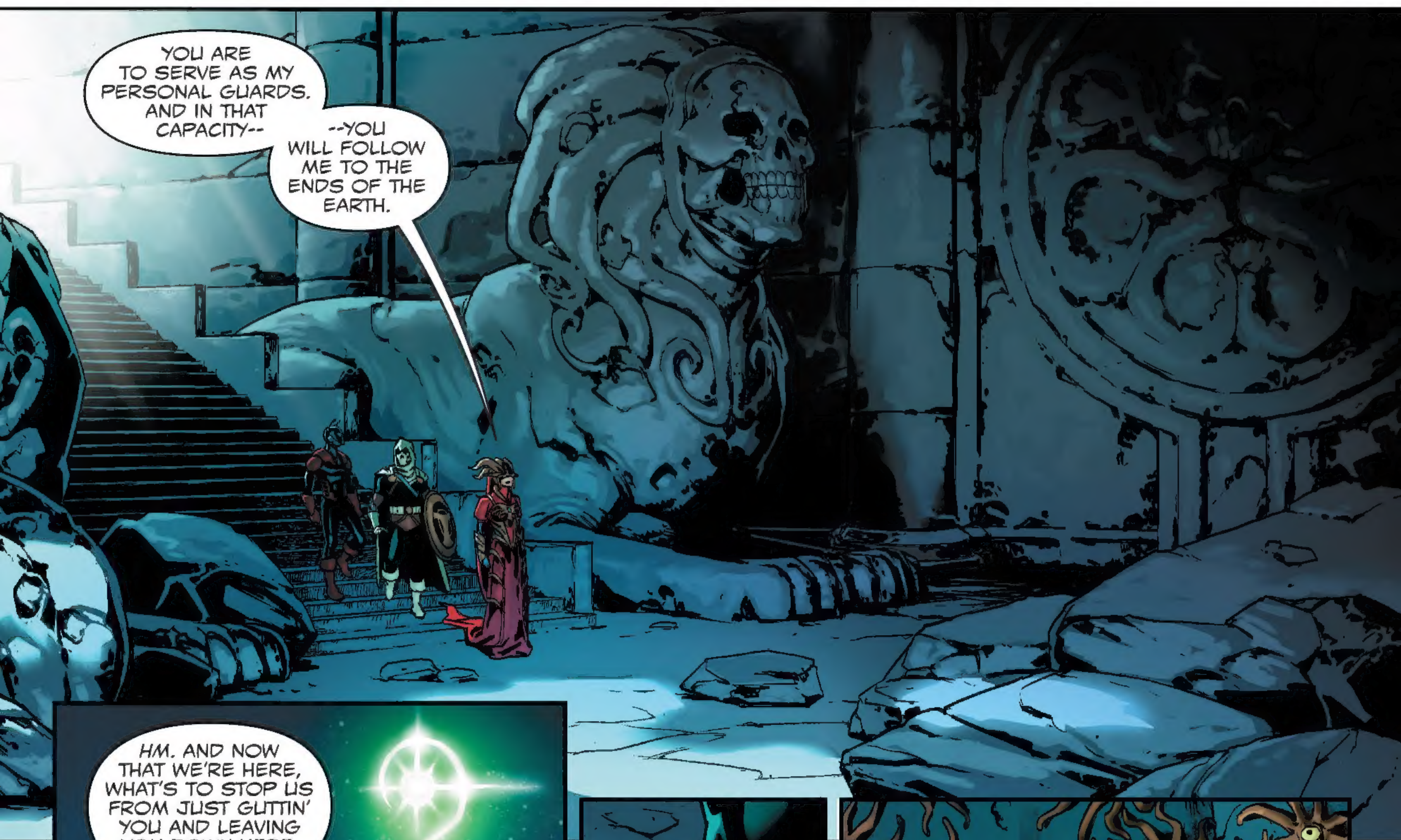
SO...I AM  
STILL NOT ENTIRELY  
CLEAR ON WHAT  
THIS GIG IS.



YEAH, BLACK  
ANT'S RIGHT--  
NICE TO BE  
OUT OF THE  
TASER WIRE  
AND ALL, BUT  
I GOT **NO  
CLUE** WHAT  
THE HELL'S  
GOING  
ON.

I TOLD YOU, GENTLEMEN. THE PRICE  
FOR INTERFERING WITH HYDRA'S PLANS  
IS USUALLY DEATH, BUT I FIND MYSELF  
STRANGELY **IMPRESSED** BY YOU. HOW  
SUCH SIMPLETONS COULD, THROUGH  
SHEER AMBITION AND **ACCIDENT**,  
STUMBLE THEIR WAY TO THE  
**WORLD'S GREATEST  
SECRET.**

INSPIRING,  
REALLY. SO INSTEAD OF  
KILLING YOU, I HAVE A  
JOB IN MIND.



YOU ARE  
TO SERVE AS MY  
PERSONAL GUARDS.  
AND IN THAT  
CAPACITY--

--YOU  
WILL FOLLOW  
ME TO THE  
ENDS OF THE  
EARTH.



HM. AND NOW  
THAT WE'RE HERE,  
WHAT'S TO STOP US  
FROM JUST GLUTTIN'  
YOU AND LEAVING  
YOU DOWN HERE,  
HONEY?

WELL,  
FOR ONE--



--A  
HEALTHY SENSE OF  
SELF-PRESERVATION,  
I'D IMAGINE.











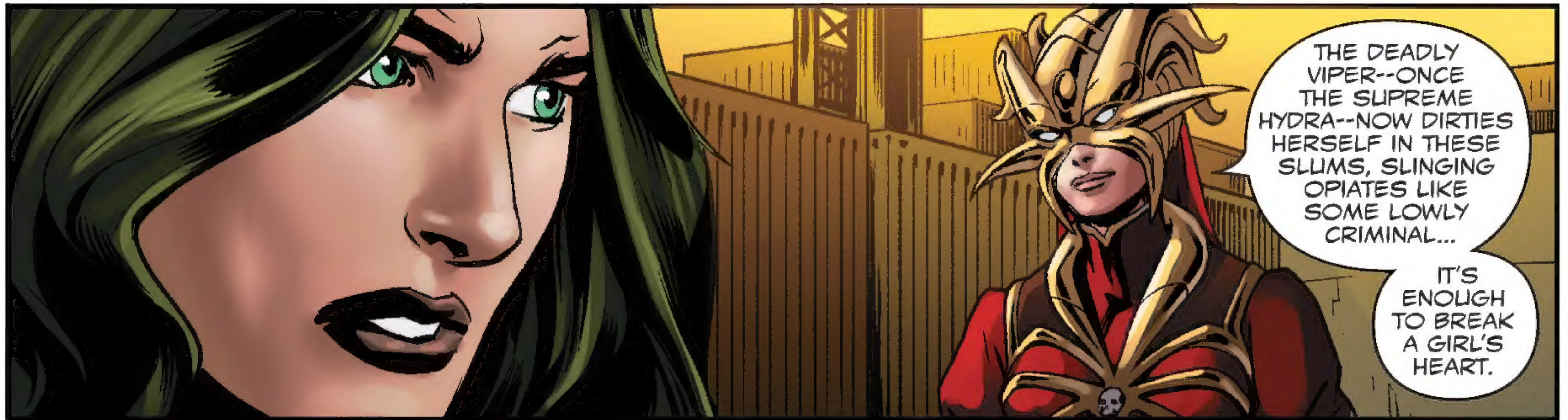
MADRIPOOR.

FIRE!!!



TAKE THE HEADS, STRING THE BODIES ALONG THE PIER. LET EVERYONE SEE WHAT HAPPENS WHEN THEY TRY TO MOVE *THEIR* PRODUCT INTO *MY* TERRITORY.

~SIGH~  
IS THIS ALL YOU ARE TO BE, THEN?



THE DEADLY VIPER--ONCE THE SUPREME HYDRA--NOW DIRTIES HERSELF IN THESE SLUMS, SLINGING OPIATES LIKE SOME LOWLY CRIMINAL...

IT'S ENOUGH TO BREAK A GIRL'S HEART.



THAT'S MY SUIT YOU'RE WEARING.

HH. WELL, PERHAPS YOU COULD TRY TO TAKE IT BACK FROM ME, DARLING--



--SHOW ME WHAT THE MAN I LOVED SAW IN YOU ALL THOSE YEARS AGO.



WHO ARE YOU?

SOMEONE WHO SEES YOU HAVE DRIFTED FOR TOO LONG, LITTLE ORPHAN CHILD--



--I OFFER YOU BELONGING.



LOS ANGELES.

--AND SO  
YEAH, I'M THINKING  
ABOUT MAJORING IN  
PSYCHOLOGY, SURE--  
BUT I DUNNO--IT'S  
NOT REALLY VERY  
**GLAMOROUS**,  
IS IT?

MOMMY  
SAYS I DON'T  
EVEN **NEED** TO GO  
TO SCHOOL ANYMORE,  
NOW THAT SHE'S  
REMARIED. AND I WAS  
THINKING ABOUT MAYBE  
JUST GOING FULL-  
TIME ON BUILDING  
MY **INSTAGRAM**  
**BRAND**--

HMM.  
YES. WELL,  
HAVE A SEAT,  
MEGHAN, DEAR--  
PERHAPS I CAN  
HELP YOUR  
MIND REACH  
THE CLARITY IT  
NEEDS--AND WE  
CAN DISCUSS  
THE PLANS  
FOR YOUR  
**INHERITANCE**  
A BIT  
MORE, AS  
WELL--

LIGH--

--JUST LIKE YOUR **FATHER**.  
HE WAS A MAN OF LOW  
AIMS AND AMBITIONS,  
AS WELL.

WE  
RARELY  
SAW  
EYE TO  
EYE.

WHAT THE  
DEVIL--?!

BUT I  
MUST ADMIT,  
HE **DID** HAVE  
HIS USES.

DOCTOR  
FAUSTUS, WHO **IS**  
THIS? YOU SAID I  
WAS THE ONLY--

FAUSTUS.  
MY DEAR, YOU  
EVEN HAVE HIS  
TASTE FOR  
MELODRAMA.

YOU WILL  
LEAVE NOW.  
YOU WILL  
LEAVE--

YOUR  
PARLOR TRICKS  
WON'T WORK ON ME,  
JOHANN. NOR SHOULD  
YOU WANT THEM TO.  
AFTER ALL, I COME  
WITH A GIFT--THE THING  
YOU'VE CRAVED THE  
MOST THROUGHOUT  
YOUR FRUSTRATED,  
INSIGNIFICANT LIFE...

I OFFER YOU  
**INFLUENCE**.



JAPAN.

WHAT  
IS IT YOU  
ASK OF  
ME?

GREAT AND  
MIGHTY GORGON,  
WHOSE TERROR CASTS  
A SHADOW ACROSS  
THE SUN--

--YOU HAVE  
BEEN DEALT  
A **GRAVE**  
INJUSTICE.

MORE  
THAN **ONE**,  
WITCH.

BUT ALL OF THEM  
DERIVE FROM THE  
SAME LIE.

AS DO ALL OUR  
ASSOCIATIONS--  
HYDRA, THE HAND,  
SO MANY OTHERS--  
ALL RIVERS RUNNING  
TOWARD THE  
SAME SEA.

IF YOU JOIN US, WE WILL SET THIS RIGHT.  
WE WILL RESTORE YOUR EMPIRE AND  
MAKE YOUR ENEMIES INTO THE SANDS  
BENEATH YOUR FEET AS YOU REACH  
THE END OF YOUR KINGDOM.

THE  
SPEAR IN THE  
EAST, TOMI  
SHISHIDO--

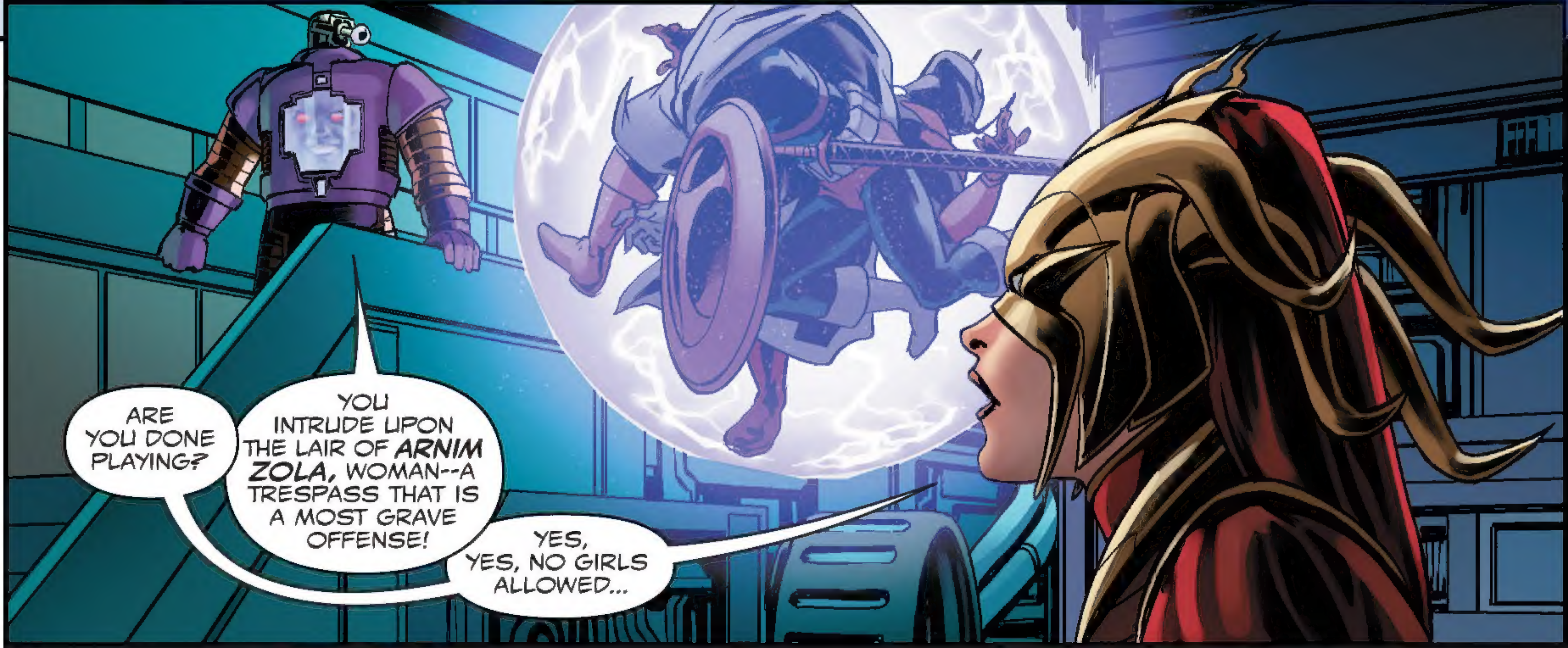
--I OFFER YOU  
**VENGEANCE.**



**DIMENSION Z.**

**GAH!**

**AGH!**



ARE YOU DONE PLAYING?

YOU INTRUDE UPON THE LAIR OF **ARNIM ZOLA**, WOMAN--A TRESPASS THAT IS A MOST GRAVE OFFENSE!

YES, YES, NO GIRLS ALLOWED...



...BUT INTERESTING HOW YOU TRAPPED THE LACKEYS BUT LEFT ME STANDING. I'LL ASSUME YOU'RE ENTERTAINING POSSIBILITIES, THEN.

ALL THESE CONTRAPTIONS-- THEY JUST LOOK LIKE TOYS. IF YOU ASK ME, ELECTRICITY ROBS TORTURE OF ITS PURITY.



AND THEN THERE'S THAT **HUSK** YOU INHABIT. TRYING TO AVOID WHAT WILL SURELY BE A **NASTY FATE** FOR THAT SOUL OF YOURS.

WON'T LAST FOREVER, OF COURSE. BUT THEN, ISN'T SCIENCE ALL ABOUT ADHERENCE TO LAWS?



WHAT IF I GAVE YOU THE MEANS TO **REWRITE** THOSE LAWS?

COME WITH ME, ZOLA--



--I OFFER YOU **DISCOVERY**.



SCOTLAND.

I WILL  
ADMIT--THIS ISN'T  
EASY FOR ME.

THE MAN  
THIS SUIT  
BELONGED  
TO--HE MEANT  
A GREAT DEAL  
TO ME. BUT,  
CUT OFF ONE  
LIMB--



WELL, THE  
POINT IS I  
BELIEVE THERE  
IS VALUE  
IN LEGACY.  
IT WAS JUST  
A QUESTION  
OF FINDING A  
SUITABLE  
HEIR--

--AND  
YOU ARE  
FAMILY,  
AFTER  
ALL.

I  
SEE--



--AND  
DOES...HE  
KNOW?

NO. AND HE  
NEVER WILL. HE  
BELIEVES YOU TO  
BE DEAD, AND SO  
THAT IS THE TRUTH  
OF IT. WHOEVER YOU  
WERE BEFORE, HE  
**PERISHED** LONG  
BEFORE  
THIS--



YOU ARE THE  
**KRAKEN** NOW. THE  
GHOST OF WORLDS  
LOST, THE KEEPER  
OF SECRETS--



I  
OFFER YOU  
**MEANING.**

YES, WE WILL  
BE TOGETHER  
AGAIN, STEVEN.  
AND WHEN I SEE  
YOU, I WILL BRING  
WITH ME A GIFT...



...THE NEW  
HIGH COUNCIL  
OF HYDRA.







I HOPE OUR MEETING IS A HAPPY ONE.

I WAS JUST MAKING SOME TEA. WOULD YOU LIKE SOME?

ELISA--

I KNOW, DEAR BOY. JUST--ALLOW A FEW MOMENTS. IT HAS BEEN SO LONG--



--AND I HAVE MISSED YOU SO DEARLY.

I HATE YOU SEEING LIKE THIS, THOUGH--SO **ANGRY**. THAT'S NOT MY LITTLE STEVEN.



**ANGRY?** MY BEST FRIEND IS SITTING IN AN ALLIED PRISON CELL. HE WON'T EVEN **SPEAK** TO ME. HIS FATHER-- A MAN I GREATLY ADMIRED--IS **DEAD**.

SO UNFORTUNATE. THIS IS WHY WAR IS SOMETHING TO AVOID, NOT RUSH TOWARD. I TRIED TO WARN THEM--



THEY'RE **DEAD** BECAUSE OF YOU!

SUCH CARELESS WORDS...

HELMUT KNEW--HE **KNEW** YOU WERE A TRAITOR--HE **WARNED** ME--



I WANT **ANSWERS**, ELISA--





CAREFUL NOW, **BOY**--  
THERE IS A LIMIT  
TO **EVERYTHING**,  
INCLUDING  
MY LOVE.

I WILL  
ABIDE  
YOUR TONGUE,  
BUT THE LAST  
MAN TO LAY A HAND  
ON ME FOUND HIS  
SOUL BARGAINED  
OFF TO THE  
HELL-LORD...



I AM  
**MADAME HYDRA**.  
I DRANK THE BLOOD  
OF MY ENEMIES'  
FIRSTBORN WITH THE  
ANCIENT KINGS AND  
FELT THE STARS  
FALL...



I HAVE  
**DANCED** IN  
THE PRESENCE  
OF THE ELDER  
GODS AND SEEN  
THEM **SMILE** UPON  
ME. CHTHON  
OFFERED TO  
MAKE ME HIS  
**BRIDE**...

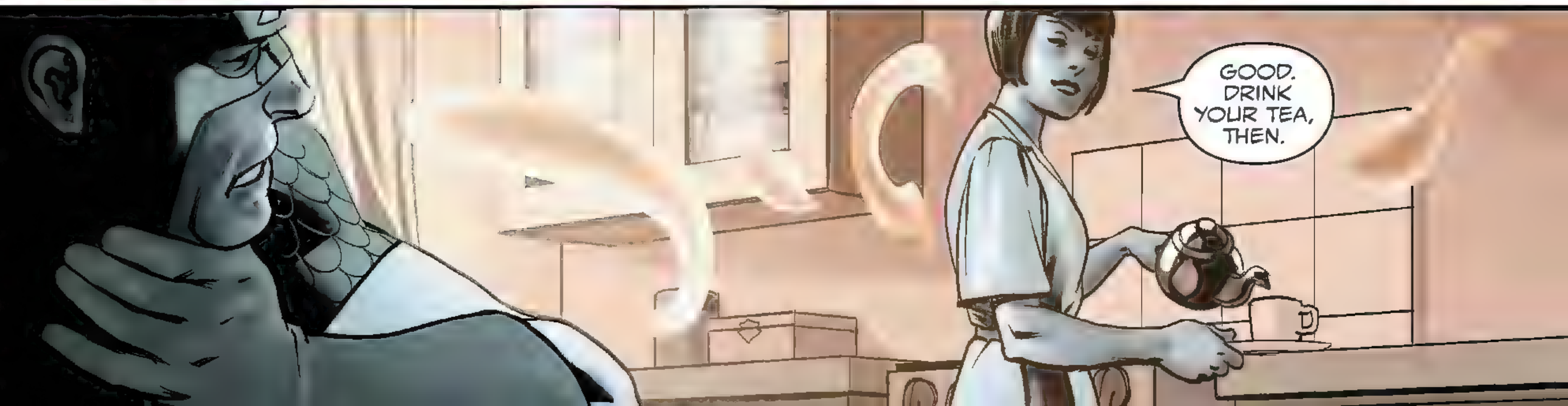


I HAVE  
REACHED BACK  
AND FELT THE  
DEMIURGE SHAPE  
THE UNIVERSE, AND  
ALL THE DARKNESS  
IN IT. IF I SOUGHT  
TO HARM YOU  
OR YOUR  
FRIENDS--



--BELIEVE  
THAT I COULD  
FIND A MORE  
DELIGHTFUL WAY  
TO DO IT. SO  
WILL YOU NOW  
LISTEN?

GGG--  
YES--

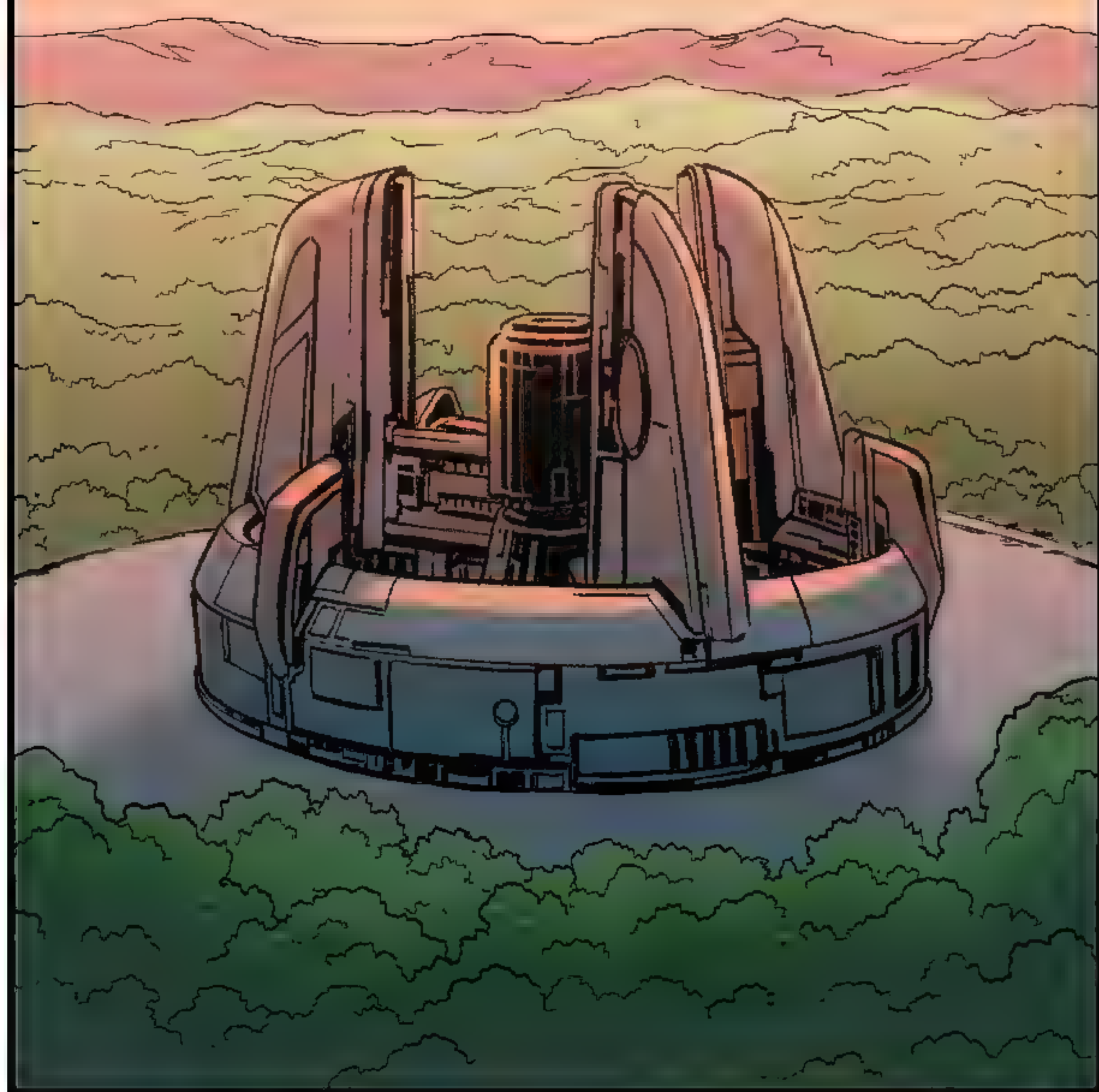


GOOD.  
DRINK  
YOUR TEA,  
THEN.



**NOW.  
MICHIGAN.**

"ALL RIGHT,  
ALPHA FLIGHT, LOOK  
ALIVE--THE EYES OF  
THE WORLD ARE  
UPON US."



I AM HEREBY  
AUTHORIZING A GO  
COMMAND ON THE  
FIRST OFFICIAL TEST  
OF OUR PRIDE  
AND JOY--



"--THE PLANETARY  
DEFENSE SHIELD."



SHIELD IS ONLINE  
AND OPERATIONAL  
MA'AM.

GOOD.  
LET'S GET  
STARTED,  
THEN--

MA'AM--  
THE DIRECTOR  
OF S.H.I.E.L.D.  
IS REQUESTING  
TO COME ON  
BOARD--

TELL  
MARIA--



OH,  
RIGHT. I  
SHOULD  
BE SO  
LUCKY.

CAROL--



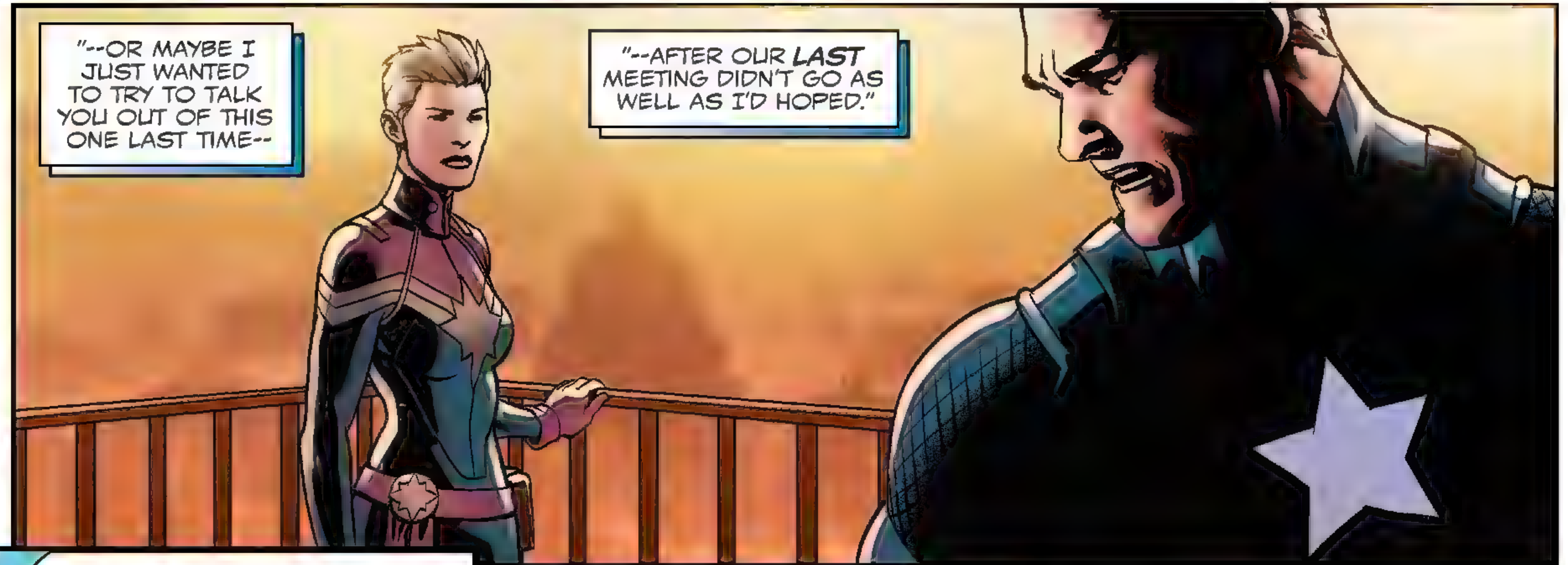




COLONEL DANVERS.

DIRECTOR-SLASH-CAPTAIN ROGERS. GLAD YOU GOT THE *EVITE*. I ASSUME YOU'RE HERE TO SEE SOME HISTORY GET MADE?

MAYBE--



"--OR MAYBE I JUST WANTED TO TRY TO TALK YOU OUT OF THIS ONE LAST TIME--

"--AFTER OUR *LAST* MEETING DIDN'T GO AS WELL AS I'D HOPED."



STEVE--I UNDERSTAND YOUR CONCERNS. REALLY, I DO. AND IF I FELT WE COULD *AFFORD* TO BE IDEALISTIC AT THIS MOMENT, I'D *LISTEN* TO THEM.

BUT EVERY DAY THE CHITAUURI HORDE WIPES OUT ANOTHER SYSTEM ON THEIR WAY TOWARDS US--THIS SHIELD IS OUR ONLY ANSWER.



THIS IS WHAT THE WORLD *NEEDS* RIGHT NOW. AN END TO ALL THIS CRAZINESS. *REAL* STABILITY, WHERE PEOPLE CAN GET ON WITH THEIR LIVES WITHOUT WORRYING ABOUT THE NEXT INVASION OR ATTACK. IMAGINE THAT.

SO EVEN IF YOU'RE NOT THRILLED ABOUT IT, I'M GLAD YOU'RE HERE--THIS WAY, WE GET TO SEE WHAT PEACE LOOKS LIKE, TOGETHER. NOW--



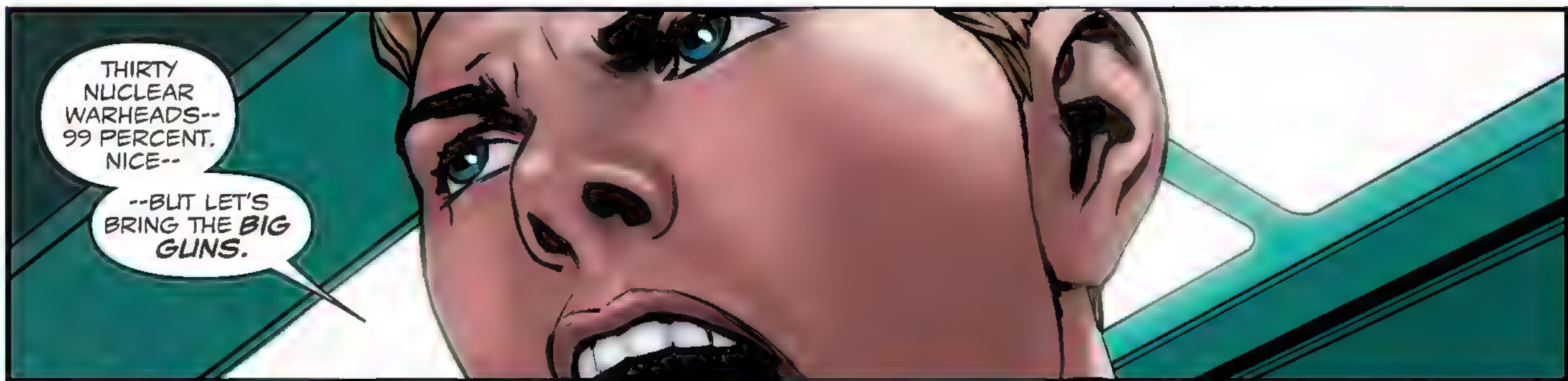
--LAUNCH THE NUKES!





"WE HAVE  
IMPACT--

"--SHIELD AT  
99 PERCENT."



THIRTY  
NUCLEAR  
WARHEADS--  
99 PERCENT.  
NICE--

--BUT LET'S  
BRING THE **BIG**  
GUNS.



MONICA--  
YOUR TEAM  
SET?

ON  
YOUR  
MARK,  
CAR.



FULL  
POWER  
THEN--





--LET'S GIVE THE WORLD A SHOW!"

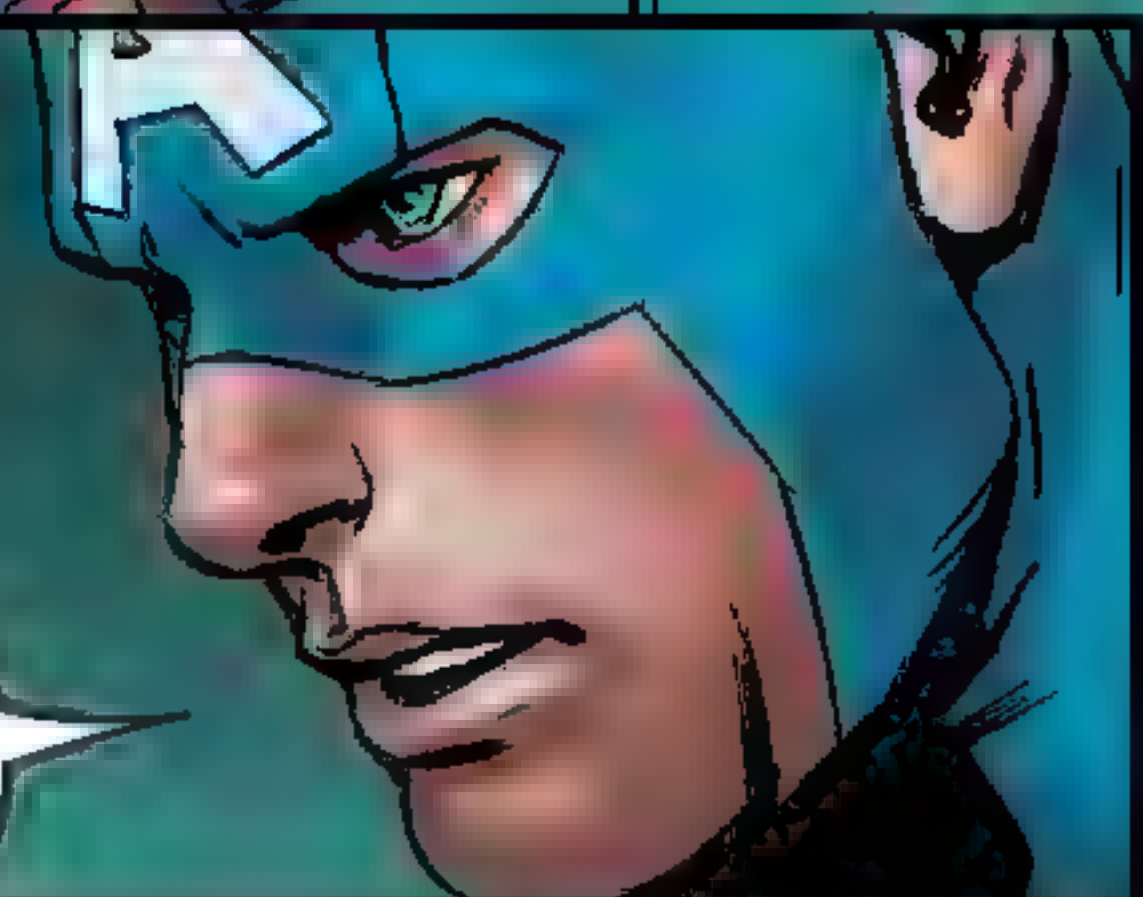


SHIELD HOLDING AT 92 PERCENT, MA'AM!

FANTASTIC WORK, PEOPLE-- THIS CONCLUDES OUR FIRST--

ONE SECOND, COLONEL DANVERS--

YOU'VE MADE A LOT OF CLAIMS ABOUT THIS SHIELD. THAT IT CAN STAND UP TO THE LIKES OF GALACTUS, OR THE CELESTIALS. THIS IS A GOOD TEST--BUT IF WE'RE GOING TO DO THIS, I'D LIKE TO RUN IT UP AGAINST SOMETHING ON THAT POWER LEVEL--



--QUASAR'S QUANTUM BANDS."



YOU READY, AGENT KINCAID?

YES, SIR, CAPTAIN--

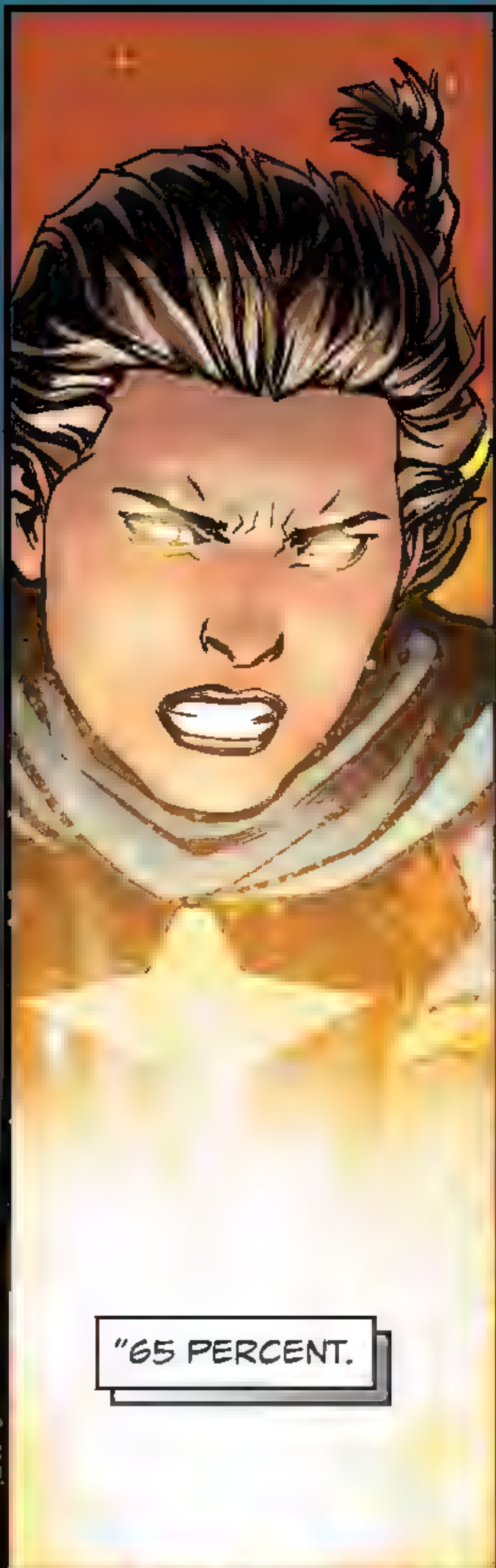


GOOD--  
--GIVE IT ALL YOU'VE GOT.





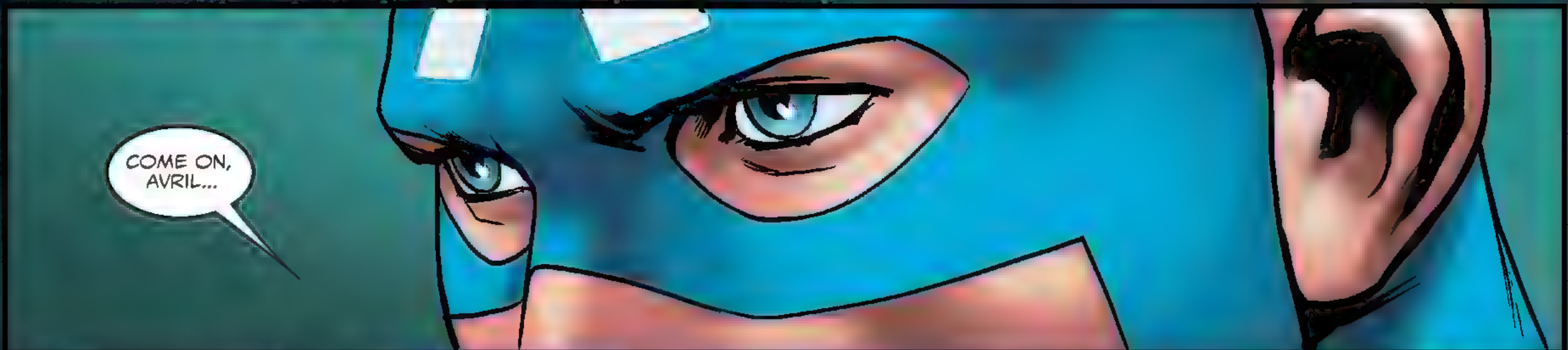
SHIELD AT  
70 PERCENT,  
MA'AM.



"65 PERCENT."



"60..."



COME ON,  
AVRIL...



"SHIELD AT...  
**51 PERCENT,**  
MA'AM! WE'RE--



"AGENT  
KINCAID?"

"WE'RE NOT  
GETTING A  
RESPONSE--"





I'M SORRY I LET YOU DOWN, SIR.

YOU GAVE IT EVERYTHING YOU HAD, AGENT. SO YOU DIDN'T.

BUT THE SHIELD--

YOU LET ME WORRY ABOUT IT--



"--THERE ARE **OTHER** WAYS TO DEAL WITH THAT."

RICK JONES.

SKRRZZT! HEY, CAP--



AH, BEFORE WE START, REAL FAST--"OBI-WAN KENOBI, YEARS AGO, YOU SERVED MY FATHER--"

RICK.

NO, SURE, OKAY. WHAT CAN I DO YOU FOR?



YOU REMEMBER HOW I SAID I HAVE A MISSION FOR YOU? WELL, THIS IS IT--YOU LOOKED AT THE **CYBERSECURITY** ON THIS SHIELD?

I DID, AND I GOTTA TELL YOU--THIS IS NO MARIA HILL PRODUCTION. THEY'VE LOCKED IT DOWN NICE AND TIGHT.

I SEE, BUT YOU CAN GET THROUGH IT?



WELL, YEAH, IF PUSH CAME TO SHOVE--

IT'S A SHOVE. CAN YOU DO THIS FOR ME? I'M AFRAID CAPTAIN MARVEL IS MAKING THE SAME MISTAKES SHE MADE DURING THE CIVIL WAR. I CAN'T LET THAT HAPPEN AGAIN. ONE WAY OR ANOTHER, YOU AND I, RICK--



--WE HAVE TO MAKE SURE THAT SHIELD NEVER GOES UP--





"--AND YOU'RE THE ONLY ONE I CAN TRUST."

I AM **NOT** YOUR TRAITOR, STEVEN-- BUT ZEMO AND HIS SON WERE LED TO BELIEVE I WAS.

AND THAT LIE LED TO THEIR UNDOING. THEY DID NOT TELL ME WHERE THEY WERE GOING, SO I COULD NOT PROTECT THEM, YOU UNDERSTAND?



BUT IF THAT'S TRUE--THEN WHO IS IT? YOU MUST KNOW--

YOUR TEA IS GETTING COLD...

ELISA--



--IF THERE'S A THREAT TO HYDRA, I **NEED** TO KNOW ABOUT IT.

I UNDERSTAND, STEVEN, IT'S JUST-- THE SIGHT HAS SHOWN ME WHERE THIS PATH WILL LEAD YOU. AND I--I CANNOT BEAR TO SEE YOU ENDURE SUCH PAIN...



YOU LET ME WORRY ABOUT THAT--THIS IS WHAT I WAS MEANT TO DO, REMEMBER?

I KNOW, DARLING, I KNOW. HE WAS SO **PROUD** OF YOU. BEFORE HE LEFT--HE TOLD ME. WE ALL WERE...



ELISA. WHO BETRAYED US?

HE IS THE GREATEST DANGER YOU, OR HYDRA, HAVE EVER FACED. YOU HAVE HEARD HIS NAME ONLY IN WHISPERS, BUT NOW YOU MUST CONFRONT HIM--



"...THEY CALL  
HIM THE  
RED SKULL."





# NEXT

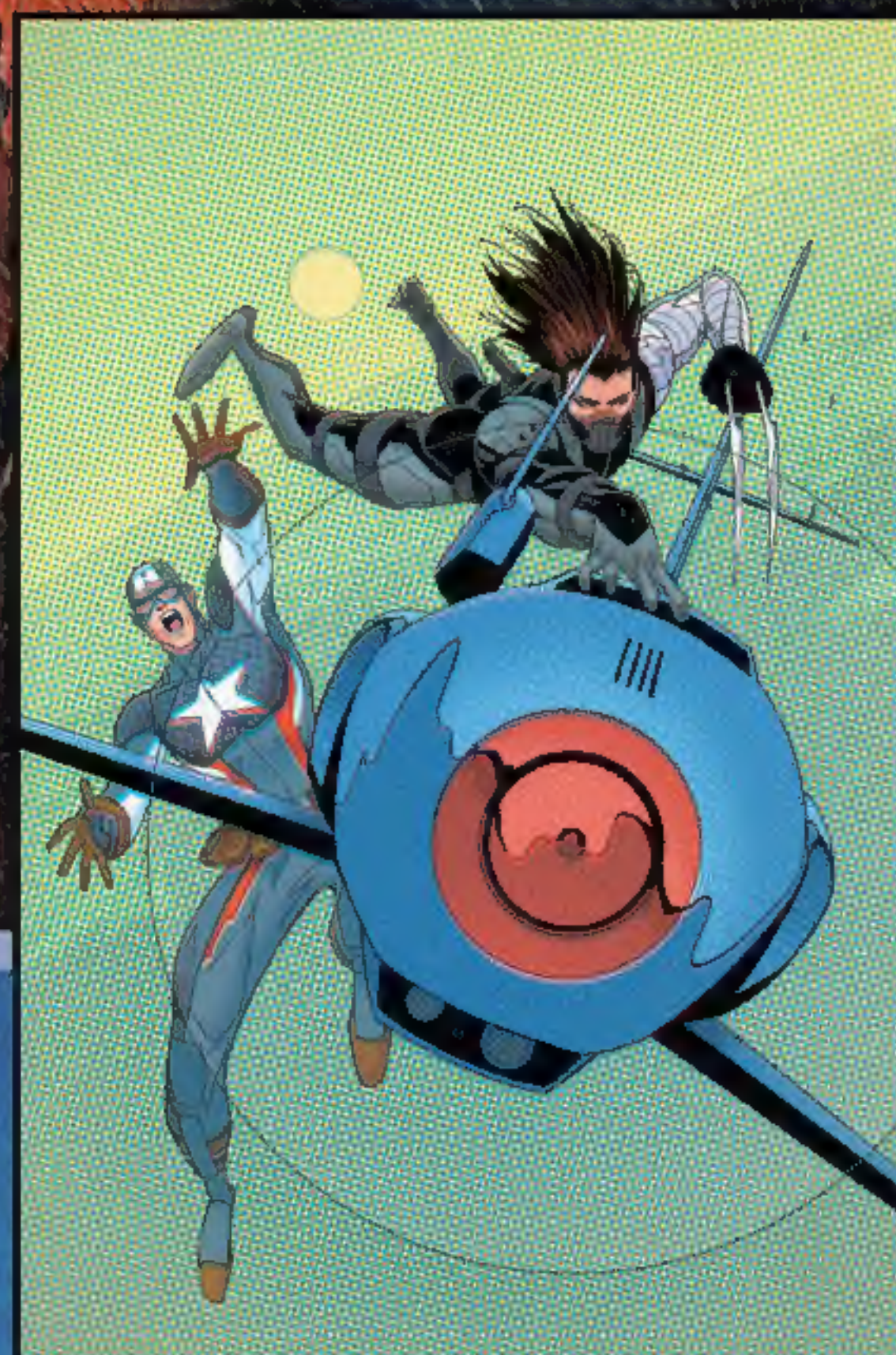


**ZEMO'S "RETURN OF THE MASTERS" CONTINUES IN**

**THE STORY EXPANDS IN**



**THUNDERBOLTS #10**



**THUNDERBOLTS #11**



**UNCANNY AVENGERS #22**



**AMAZING SPIDER-MAN #25**



